

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* HEYER ANDREW R		2. Issuer Name and Ticker or Trading Symbol Lovesac Co [LOVE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2018		
C/O MISTRAL EQUITY PARTNERS, 650 FIFTH AVENUE, 10TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) NEW YORK, NY 10019			(City)		(State)
(City)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.00001	10/31/2018		S		409,502	D	\$ 18.05 (1)	0	I	See Footnotes (2) (6)
Common Stock, par value \$0.00001	10/31/2018		S		464,266	D	\$ 18.05 (1)	0	I	See Footnotes (3) (6)
Common Stock, par value \$0.00001	10/31/2018		S		583,756	D	\$ 18.05 (1)	5,416,244	I	See Footnotes (4) (6)
Common Stock, par value \$0.00001								261,918	I	See Footnotes (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$ 16					05/30/2017	06/29/2021	Common Stock	187,500		187,500	I	See Footnotes (2) (6)
Warrant to Purchase Common Stock	\$ 16					05/30/2017	06/29/2021	Common Stock	225,000		225,000	I	See Footnotes (3) (6)

Warrant to Purchase Common Stock	\$ 16								10/19/2017	06/29/2021	Common Stock	185,500		185,500	I	See Footnotes (4) (6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYER ANDREW R C/O MISTRAL EQUITY PARTNERS 650 FIFTH AVENUE, 10TH FLOOR NEW YORK, NY 10019	X	X		

Signatures

/s/ Andrew R. Hever		11/02/2018
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares of common stock sold to the underwriters pursuant to an underwritten public offering that closed on October 31, 2018. The price per share received by the reporting person is equal to the public offering price of \$19.00, less the underwriting discount.
- (2) These securities are held by Mistral Sac Holdings, LLC ("MSH"). Mr. Heyer indirectly has sole investment and dispositive power over these securities.
- (3) These securities are held by Mistral Sac Holdings 3, LLC ("MSH3"). Mr. Heyer indirectly has sole investment and dispositive power over these securities.
- (4) These securities are held by SAC Acquisition LLC ("SAC"). Mr. Heyer indirectly has sole investment and dispositive power over these shares.
- (5) These securities are held by Mistral Sac Holdings 4, LLC ("MSH4"). Mr. Heyer indirectly has sole investment and dispositive power over these securities.

By reason of the provisions of Rule 16a-1 of the Exchange Act, Mr. Heyer may be deemed to be beneficial owners of certain of the securities that are deemed to be beneficially owned by (6) SAC, MSH, MSH3 and MSH4. Mr. Heyer disclaims beneficial ownership of the securities owned by SAC, MSH, MSH3 and MSH4, except to the extent of Mr. Heyer's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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